



Synertec Corporation Limited

ARBN 161 803 032

Level 1, 57 Stewart Street
Richmond Victoria 3121
Australia

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www.synertec.com.au

ASX Announcement

25 October 2018

SMALL HOLDING SALE FACILITY

The Board of Synertec Corporation Limited (Synertec Corporation or Company) (ASX: SOP) wish to advise that the Company has mailed the attached documentation to eligible shareholders (defined below) in respect of the Company's Small Holding Sale Facility (the 'Facility') pursuant to its Bye-Laws.

The Facility is being offered to all shareholders who have less than a marketable parcel (within the meaning of the ASX Listing Rules) of shares ('Small Holding').

Under ASX Listing Rules a 'marketable parcel' is defined as:

- a shareholding with a market value of \$500.00 AUD or more, and therefore
- any shareholding of 10,869 shares or less in the Company, based on the closing share price of \$0.046 AUD on the Record Date (Thursday, 18 October 2018) is deemed to be a Small Holding.

The Company is implementing the Facility to provide the opportunity for holders of a Small Holding ('Eligible Shareholders') to sell their Small Holding without incurring any brokerage or handling costs. The Company also aims to reduce its costs associated with maintaining its share register.

Details of the Facility are contained in the attached letter and information pack which was sent to Eligible Shareholders today.

Eligible Shareholders should note that Synertec will be entitled to sell their shares if they do not take action to retain their shareholding as outlined in the attached letter. The Closing Date for Eligible Shareholders to elect to retain their shareholding in the Company is 5.00pm (Melbourne time) on Thursday, 6 December 2018.

For more information please refer to the attached letter and information pack.

-ENDS-

For more information and all media enquiries please contact:

Mr. David Harris
Chief Financial Officer & Company Secretary
Phone: +61 (3) 9274 3000
Email: david.harris@synertec.com.au



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25 October 2018

Sale of your Shareholding in Synertec Corporation Limited ("SOP")

Notice of Divestment

This letter and the enclosed Terms and Conditions contain important information about your Shares in SOP. If you do not respond to this letter, SOP will be entitled to have your Shares sold for you and send you the sale proceeds.

Dear Shareholder

I am writing to advise all shareholders with a holding of SOP Shares valued at less than \$500¹ ("**Small Holding**") of SOP's intention to implement a sale facility to facilitate the sale by the Company of Small Holdings ("**Facility**"). The Facility is being implemented in accordance with the Company's Bye-Laws.

The closing price of SOP Shares on 18 October 2018 ("**Record Date**") was \$0.046, and on this basis, a Small Holding is a holding of 10,869 Shares or less.

Due to the high brokerage costs incurred in selling a small number of Shares and the considerable expense to SOP in maintaining small shareholdings (including the printing and mailing costs of Annual Reports and Notices of Meeting and share registry costs), SOP would like to implement the Facility. SOP will pay all brokerage and handling fees related to sales under the Facility, however any taxes or charges on the transaction will be your responsibility.

Our records indicate that you are the holder of a Small Holding as at the Record Date.

What should you do?

- **Sell your Shares?** If you wish to sell your Shares under the Facility, **you do not need to take any action.**
- **Retain your Shares?** If you wish to retain your Shares **you must complete and return the enclosed Shares Retention Form to the registry by no later than 5pm (Melbourne time) on 6 December 2018 ("Closing Date").**

If you do **not** sign and return the enclosed Share Retention Form and your shareholding at 5pm (Melbourne time) on the Closing Date is still a Small Holding, SOP will take steps to sell your Shares through the Facility. The sale proceeds will be sent to you within 14 days after the settlement of the last sale under the Facility.

If you need help deciding what to do, or if you require information regarding the financial, legal or tax consequences of participating in the Facility, **you should consult your legal, financial and/or taxation adviser(s).**

The attached information sheet sets out further details of the Facility, which you should read before making any decision.

The market price for SOP Shares is subject to change from time to time. Up-to-date information on the market price for SOP Shares can be obtained from the ASX (code: SOP) or your broker.

¹ Based on SOP's Australian Securities Exchange ("ASX") closing price on 18 October 2018.

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You should be aware that the price for SOP Shares that are sold under the Facility will depend on several factors (including prevailing market conditions) and pursuant to the Company's bye-laws must be not less than the volume weighted average price of the shares on ASX for the ten trading days immediately preceding the date of any offer to sell ("**Authorised Price**"), and the amount you receive will be an average price per share based on the price obtained for all the Shares sold under the Facility. Please refer to the enclosed Terms and Conditions for information on how the sale price will be determined.

The proceeds to be received by each shareholder will be determined once all the Shares under the Facility are sold. Each shareholder will receive a proportionate share of the sale proceeds for all Shares sold through the Facility without any deduction for brokerage or handling costs. SOP may sell the share either on-market or off-market.

If all or some of the Shares are sold other than on-market, the sale price for those Shares will be the best price that the Company has been able to negotiate with the acquirer(s) (subject to the Authorised Price).

None of the Company, its employees, officers or agents, or the appointed Broker, Phillip Capital Limited ("Phillip Capital") (see clause 8 of the Small Holding Sale Facility – Terms & Conditions) or Boardroom Pty Limited make any statement of opinion or recommendation to you regarding whether to participate in the Facility or whether to buy, sell or hold SOP Shares. SOP, its employees, officers and agents, Phillip Capital and Boardroom Pty Limited do not provide any financial, taxation or investment advice. You should seek your own financial and taxation advice in relation to the Facility.

A summary of the key dates in relation to the Facility are as follows:

Record Date	18 October 2018 at 5.00pm (Melbourne time)
Letters sent to shareholders holding Small Holdings	25 October 2018
Closing Date for receipt of Share Retention Forms	6 December 2018
Estimated Payment Date	On or about 20 December 2018

If you have any queries concerning the contents of this letter or the attachments, please contact:

Mr. David Harris (Chief Financial Officer & Company Secretary)

Phone: +61 (3) 9274 3000

Email: david.harris@synertec.com.au.

Yours faithfully

Ms. Leeanne Bond
Chair

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Small Holding Sale Facility – Terms & Conditions

1. **Synertec Corporation Limited** (the “**Company**”) is authorised under its bye-laws to operate the Small Holding Sale Facility (“**Facility**”). This document, as well as the letter and Share Retention Form, which accompany this document, satisfy the notice requirements set out in the Company’s bye-laws.
2. If you wish for the Company to have your Shares **sold** for you through the Facility with the proceeds being sent to you (without you paying any brokerage or handling charges), **you do not need to respond to this correspondence**.
3. The Company will bear the brokerage and handling costs associated with sales of Shares under the Facility. However, you will bear any other tax or charges on the sale of your Shares.
4. All registered shareholders in the Company who hold less than \$500.00 AUD worth of Shares as at 5:00pm (Melbourne time) 18 October 2018 (“**Record Date**”) (“**Eligible Shareholders**”) are entitled to participate in the Facility in accordance with these Terms and Conditions. The Company may determine that Eligible Shareholders will be ineligible to participate in the Facility based on the country of their registered address as at the Closing Date.
5. There is a minimum period of six weeks from the date that notice regarding the Facility is sent by the Company to the Eligible Shareholders, for Eligible Shareholders to advise the Company in writing that they wish to be excluded from the Facility and retain their Shares pursuant to completion and return of the ‘Share Retention Form’ which accompanies these Terms and Conditions.
6. You can **retain** your Company Shares if you wish to do so. If this is the case, **before 5.00pm (Melbourne time) on 6 December 2018 (“Closing Date”)**, you **must** complete the enclosed Share Retention Form and return it in accordance with the instructions on the form so that it is received by 5.00pm (Melbourne time) on the Closing Date. If the above Share Retention Form is not received before that time, the Company will be entitled to have your Shares sold for you through the Facility.
7. If an Eligible Shareholder has given written notice to the Company that they wish to be excluded from the Facility by completing and returning the Share Retention Form, they may, at any time prior to 5.00pm (Melbourne time) on the Closing Date, revoke or withdraw that notice and the Facility will then apply to the Shares held by the Eligible Shareholder.
8. Phillip Capital Limited (ABN 14 002 918 247) (AFSL 246827) (“Phillip Capital”) has been engaged by the Company to affect any sales under the Facility. Any sales are currently intended to take place as soon as is practicable after the Closing Date.
9. If your Shares are in a CHESS holding, the Company may, without further notice to you, initiate a holding adjustment to move those Shares to an issuer sponsored holding or a certificated holding for the purposes of sale under the Facility.
10. The price that you receive for your Company Shares if they are sold under the Facility will be no less than the volume weighted average price of Shares on ASX for the ten trading days immediately preceding the date of any offer received by the Company (“**Authorised Price**”). You should note that the price obtained for your Company Shares under the Facility will depend on several factors (including market conditions prevailing at the time) and that you will not have control over the time at which your Shares are sold.

The price you receive may be different to the price appearing in the newspaper or quoted by ASX on any day and may not be the best execution price on the trading day or trading days that your Shares are sold and may be less than the actual price achieved by Phillip Capital for the Shares.

However, Phillip Capital will use its best endeavours to sell any Shares sold under the Facility at the best price reasonably obtainable for those Company Shares at the time of the relevant sale, subject to the Authorised Price.
11. If your Shares are sold under the Facility, within 14 days after the settlement of the last sale under the Facility:

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- (a) Sale proceeds calculated in accordance with clause 10 will be paid to you in Australian dollars by cheque made out to your name as shown in the Company's share register; and
- (b) Boardroom Limited will notify you, by way of a transaction confirmation statement of the number of your Company Shares sold through the Facility and the total sale proceeds you have received.

The relevant cheque and transaction confirmation statement will be sent by post, at your risk, to your address as shown on the Company's share register.

12. The Company will not sell your Shares under the Facility if you acquire additional Shares and increase the market value of your holding of Shares to \$500.00 AUD or more (based on the closing price on the Record Date) (under the same name and address and with the same SRN or HIN set out in the enclosed personalised Share Retention Form) or the value of your existing holding increases to \$500.00 AUD or more (based on the closing price on the Record Date) as at the time of the proposed sale, your Shares will not be sold through the Facility. Any additional Shares acquired must be registered by the Closing Date.
13. If you currently have more than one holding on the Company share register, you may wish to consider amalgamating them. This may result in your amalgamated holding no longer being a Small Holding. Under these circumstances your Shares will not be sold as part of this Facility.
14. The Facility is not the only way to sell your Shares as you can also sell your Shares through the ASX by contacting a broker. If you do that, you may incur fees and costs for that sale.
15. You should seek independent legal, tax, and/or financial advice specific to your circumstances when determining whether to participate in the Facility, or to otherwise retain or sell your Shares.
16. Only properly completed Share Retention Forms received by Boardroom Limited (Boardroom) by no later than 5.00pm (Melbourne time) on the Closing Date will be regarded as valid.
17. The Company reserves the right to suspend or terminate the Facility at any time, without notice to you, for any reason.
18. The Company also reserves the right to change any of the dates referred to in this letter by notice to the ASX.
19. In accordance with Bye-law 44 of the Company Bye-laws, if a takeover bid for the Company is announced after the Facility opens, no sales (or no further sales) will be made until after the close of offers made under the takeover bid.
20. The Company may determine that certain shareholders are ineligible to participate in the Facility, at its discretion. As at the date of the attached letter, the Company does not consider the following shareholdings eligible to participate:
- a) shareholders with previous mail returned to the share registry and are flagged as 'lost' on the share register; or
 - b) shareholdings which are currently under administration such as deceased estates, liquidation proceedings, and bankruptcy.
21. Neither the Company nor the Broker provides any assurance as to what the price of the Company's Shares on ASX will be or what Sale Price you will receive for your Shares if your Shares are sold through the Facility. The Sale Price of the Shares will be calculated by the Company or a third party appointed by the Company and may not be challenged in the absence of manifest error.
22. None of the Company (and its Directors), the Broker appointed to sell the Shares, Boardroom nor any other person involved in the Facility shall be liable for failure to sell Shares under this Facility at a particular price or at all.
23. None of the Company or Boardroom, or any of their respective officers, employees or agents, is or is to be taken to be, giving any securities recommendation or investment advice in relation to the Facility (or whether to sell your Shares or retain your existing holding), nor do any of them have any obligation to do so.
24. The Company has no obligation to any shareholder to sell the Company's Shares under the Facility.

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Small Holding Sale Facility – Frequently Asked Questions

1. WHAT IS A “SMALL HOLDING” OF SHARES?

A Small Holding of Shares is a holding of Company Shares valued at less than \$500.00 AUD as at close of trade on the Record Date. Based on the price of Company Shares at the Record Date, this is a holding of 10,869 Shares or less.

2. WHERE DOES THE COMPANY’S AUTHORITY COME FROM?

Under clause 44 of the Company’s bye-laws, the Company may notify shareholders with a Small Holding that it intends to sell their Shares.

3. WHAT PRICE WILL I RECEIVE FOR SHARES SOLD THROUGH THE FACILITY?

The price that you receive for your Shares under the Facility will be determined by when and how the Shares are sold. Pursuant to the Company’s bye-laws, the price must be no less than the volume weighted average price of Shares on ASX for the ten trading days immediately preceding the date of any offer received by the Company (“**Authorised Price**”). The Company may sell your Shares on market or in any other way they consider fair and reasonable in the circumstances. If the Shares are sold on market the price will depend on several factors, including market conditions at the time of sale.

You will not have control over the time at which your Shares are sold. The price you receive may be different from the price appearing in the newspaper or quoted by ASX on any day, may not be the best price on the day that your Shares are sold and may be based on the price obtained for all the Shares sold under the Facility.

If the Company sells your Shares other than on market, the price will be the price that the Company has been able to negotiate with the acquirer or acquirers (subject to the Authorised Price).

4. WHAT IS THE PRICE OF SYNERTEC CORPORATION LIMITED SHARES?

The last sale price of Company Shares on 18 October 2018 was \$0.046 AUD. The share price changes frequently and more recent prices are available from the ASX website (www.asx.com.au) under the ASX code “SOP”.

5. WHEN WILL THE PROCEEDS FROM THE SALE OF SHARES BE SENT TO ME?

Payment will be sent to you following settlement of the sale or otherwise as soon as is practicable. This is estimated to be around 14 days from the last sale of Shares under the Facility. Payment will be made in Australian dollars by cheque. You will be notified by way of a transaction confirmation statement of the number of your Shares sold, and the price and total sale proceeds. The cheque will be sent by post to your address as shown in the share register.

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6. IF I BUY MORE SHARES, WILL I RETAIN MY HOLDING?

Yes, the Company will treat any purchase of additional Shares that increases the value of a Company shareholding to more than \$500.00 AUD (as at the Record Date) as an indication that you do not want your Shares to be sold through the Facility. For a purchase to be an effective, any additional Shares purchased must be registered by 5:00pm (Melbourne time) on the Closing Date under the same name and address and with the same holder number (SRN or HIN) as set out in this letter.

7. WHAT IF MY SHARES ARE HELD IN A CHESS HOLDING?

If your Shares remain in a CHESS holding at 5:00pm Melbourne time on the Closing Date, the Company may move those Shares to an issuer sponsored holding and the Shares will be sold through the Facility.

8. WHAT IF I HAVE MORE THAN ONE HOLDING OF SOP SHARES?

If you currently have more than one holding on the Company share register, you may wish to consider amalgamating them. This may result in your amalgamated holding no longer being a Small Holding. Under these circumstances, your Shares will not be sold as part of this Facility.

9. WHAT ARE THE KEY DATES?

A summary of the key dates in relation to the Facility are as follows:

Record Date	18 October 2018 at 5.00pm (Melbourne time)
Letters sent to shareholders holding Small Holdings	25 October 2018
Closing Date for receipt of Share Retention Forms	6 December 2018
Estimated payment date	On or about 20 December 2018

10. WHERE CAN I GET FURTHER INFORMATION?

If you have any questions concerning your shareholding or how the Facility will be administered, please contact the **Chief Financial Officer & Company Secretary, Mr. David Harris:**

Telephone: +61 3 9274 3000
Email: david.harris@synertec.com.au

Further to this, if you are in any doubt about what to do, you should consult your legal, financial and/or taxation adviser(s).

IMPORTANT NOTES

The Company reserves the right to change any of the dates referred to in this letter by notice to the ASX.

The letter does not constitute advice nor a recommendation to buy, sell or hold Shares nor that the Facility is the best way to sell Company Shares.

If you are in any doubt about what to do, you should consult your legal, financial and/or taxation adviser(s).

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Sydney NSW 2001
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Tel: + 61 2 9290 9600 (outside Aust)
Fax: + 61 2 9279 0664
www.boardroomlimited.com.au
enquires@boardroomlimited.com.au

Subregister

SRN/HIN.

Share Retention Form

IMPORTANT: This is an important document and requires your immediate attention. Synertec Corporation Limited ('Company') is implementing a sale facility for holders of parcels of the Company's shares valued at less than \$500.00 ('Sale Facility'). Further details regarding the Sale Facility are set out in the letter to you from the Company dated 25 October 2018, which accompanies this form. If you do not want the parcel of shares in the Company referred to below sold under the Sale Facility, you must complete this form and return it so that it is received by the Company's share registry no later than 5.00pm (Melbourne Time) on 6 December 2018. If you are in any doubt as to how to deal with this form, you should consult your professional adviser.

If your holding of the Company's shares increases to more than \$500.00 by on market purchases or otherwise, then your holding will not be sold under the Sale Facility.

A Number of shares held as at Record Date

The number of shares that you held at 7pm (Melbourne time) on 18 October 2018.

B Retention of shares

I/We refer to the letter from the company dated 25 October 2018 and hereby give notice that we would like to retain my/our shares.

C Contact details (Enter your contact details below)

CONTACT NAME	TELEPHONE WORK	TELEPHONE HOME	EMAIL ADDRESS
	()	()	

D Shareholder Signature

By signing and returning this form, I/we confirm that I/we understand that my/our shares will **NOT BE SOLD** under the Sale Facility.

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

Day Month Year

**This form must be received by no later than
5.00pm (Melbourne time) on 6 December 2018**

LODGEMENT INSTRUCTIONS ARE ON THE REVERSE OF THIS FORM

Additional information

How to complete this form

- A. This is the number of shares that you held at 7pm on 18 October 2018.
- B. If you would like to retain your shares, please mark the box on the front of this form and return it to the Company's share registry in accordance with the lodgement instructions below. If this form is not received by 5.00pm (Melbourne time) on 6 December 2018, and you have not otherwise validly notified the Company that you wish to retain your shares, the Company will be entitled to sell your shares on your behalf. **IF YOU WOULD LIKE THE COMPANY TO SELL YOUR SHARES, YOU SHOULD NOT COMPLETE THIS FORM.**
- C. Enter your **contact details** so we may contact you regarding your form.
- D. The form **must** be signed. In the spaces provided. You must sign this form as follows:

Individual: Where the holding is in only one name, this form is to be signed by the securityholder.

Joint Holding: Where the holding is in more than one name, all the securityholders must sign.

Power of Attorney: To sign under a Power of Attorney, you must have already lodged it with the registry. Alternatively, attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: this form must be signed by a Director jointly with either another Director or a Company Secretary. Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. **Please indicate the office held by signing in the appropriate place.**

Lodgement of this Form

If you wish to retain your shares, this form must be completed and returned to the share registry by no later than 5.00pm (Melbourne time) on 6 December 2018. If you are returning your form by post, please allow sufficient time for collection and delivery by postal services. The postal rule does not apply, which means that to be valid your completed form must be received by no later than 5.00pm (Melbourne time) on 6 December 2018.

Mailing address:

Synertec Corporation Limited
C/- Boardroom Pty Limited
GPO Box 3993
SYDNEY NSW 2001

Delivery address

Synertec Corporation Limited
C/- Boardroom Pty Limited
Level 12
225 George Street
SYDNEY NSW 2000

Consolidation of shareholdings

If you have more than one holding on the Company register, you should consider consolidating them. For further information regarding this, please contact Boardroom Pty Limited on 1300 737 760 (within Australia) or +61 2 9290 9600 (outside Australia).

Changes of Address Supported by your Signature(s)

If your address is not exactly as shown, please provide details below. This is only relevant for Issuer Sponsored registered holdings. CHESSE holders must notify your sponsoring broker for amendments to holdings on the CHESSE Subregister.

CHANGE OF ADDRESS DETAILS – ISSUER SPONSORED ONLY		
SIGN HERE FOR ADDRESS AMENDMENTS:		

Shareholder 1 (Individual) /
Sole Director & Sole Company
Secretary

Joint Shareholder 2 (Individual) /
Director

Joint Shareholder 3 (Individual) /
Director/Company Secretary
(Delete one)

Privacy Statement

Boardroom Pty Limited advises that Chapter 2C of the *Corporations Act 2001* (Cth) requires information about you as a shareholder (including your name, address and details of the shares you hold) to be included in the public register of the entity in which you hold shares. Information is collected to administer your shareholding and if some or all of the information is not collected then it might not be possible to administer your shareholding. Your personal information may be disclosed to the entity in which you hold shares. You can obtain access to your personal information by contacting us at the address or telephone number shown on the Application Form. Our privacy policy is available on our website <https://www.boardroomlimited.com.au/corp/privacy-policy>